

## **EVERGENT Investments Extraordinary and Ordinary General Meeting of Shareholders Resolutions of April 29, 2021**

### **A. Holding the Extraordinary General Meeting of Shareholders on April 29, 2021**

EVERGENT Investments Extraordinary General Meeting of Shareholders, headquartered in Bacău, 94C Pictor Aman street, Bacău county, registered in the Bacău Trade Register Office under number J4/2400/1992 and in the FSA register under number PJRO7<sup>1</sup>AFIAA/040002, ISIN ROSIFBACNOR0, sole registration code 2816642, EUID: ROONRC. J/04/2400/1992 and having the subscribed and paid-in share capital of 98,947,917.60 lei, carried out its works at the first call, on April 29, 2021, at the headquarter of the company from Bacău, in the “Ioan Maric” hall on the ground floor. According to the convening notice, the persons who were shareholders on the reference date, on April 16, 2021, were entitled to participate and vote.

At the meeting attended individually, by representative or by correspondence a number of 64 shareholders, owning a total of 427,455,087 voting shares, representing 44,158% of the total voting shares of EVERGENT Investments share capital (total voting shares 968,016,046 representing 97.83% of EVERGENT Investments share capital).

The meeting of the General Assembly was chaired by Mr. Claudiu Doros, President of the Board of Directors and CEO of EVERGENT Investments.

Within the Extraordinary General Meeting, all the items on the agenda were debated and approved, in compliance with the statutory provisions (article 6 paragraph 19 of EVERGENT Investments Memorandum of Association) and the provisions of Law no. 31/1990 regarding the companies, namely with the majority of the votes held by the shareholders who were present or represented for the resolutions 1, 3, 4, 5 and with at least two thirds of the voting rights held by the shareholders who were present or represented for the resolution no. 2 regarding the reduction of the share capital.

## **EVERGENT Investments Extraordinary General Meeting of Shareholders of April 29, 2021**

### **DECIDES**

#### **Resolution no. 1**

Elects the secretariat of the extraordinary general meeting, consisting of 3 persons, from the company's shareholders, registered on the ballot papers, according to art. 129, para. (2) of Law no. 31/1990: Dolgos Iulia Georgiana, Nicolaescu George Catalin, Sofian Virginia.



### **Resolution no. 2**

Approves the reduction of EVERGENT Investments share capital, pursuant to article 207 paragraph (1) letter c) of the Law no. 31/1990 regarding the companies, from 98,947,917.60 lei, to 98,121,305.10 lei, namely with the amount of 826,612.50 lei, following the cancellation of 8,266,125 own shares acquired by the company, in compliance with and motivated by the EGMS Resolution no. 4 of April 27, 2020. Following the decrease, EVERGENT Investments share capital shall be of 98,121,305.10 lei divided into 981,213,051 shares.

Approves the amendment of article 3 paragraph (1) of the Memorandum of Association following the decrease of the share capital, which will have the following content: "The share capital is 98,121,305.10 lei and it is divided into 981,213,051 shares."

### **Resolution no. 3**

Approves the running of a share buyback program ("Program 5") in compliance with the applicable legal provisions and having the following main characteristics:

- a) Program purpose: The company will buyback shares in order to reduce the share capital, by canceling the shares.
- b) Maximum number of shares that can be bought back: maximum 19,625,000 shares (2% of the share capital that will result after the operation of the reduction, in accordance to the EGMS Resolution no. 2 of April 29, 2021).
- c) Minimum price per share: the minimum purchase price will be the market price on the BSE from the moment the purchase is made.
- d) Maximum price per share: 2 lei.
- e) Program period: maximum 18 months from the date the resolution is published in Romania's Official Gazette, part IV
- f) The payment of the bought back shares will be made from from the distributable profit or from the reserves of the company included in the last approved annual financial statement, except for the legal reserves registered in the 2020 financial statements, according to the provisions of art. 103 index 1 of the Law no. 31/1990 on Companies.
- g) The acquisition of the shares will be made through the public purchase offer for the acquisition of a maximum of 19,625,000 shares in order to reduce the share capital.

Approves the mandate of the Board of Directors and its members individually, for the adoption of all the necessary decisions in order to carry out the resolution on the running of the share buyback program.

### **Resolution no. 4**

Approves the date of May 19, 2021 as registration date (ex-date: May 18, 2021) of the shareholders impacted by the effects of the resolutions adopted by the extraordinary general meeting of shareholders.

### **Resolution no. 5**

Mandates the Board of Directors and its members individually to carry out the decisions adopted by the Extraordinary General Meeting of Shareholders. Approves to empower, with



the possibility of substitution, the CEO and / or the Deputy CEO to carry out all the legal procedures and formalities and to sign any documents necessary for the implementation of the resolutions of the Extraordinary General Meeting of Shareholders, including the formalities for publication and registration with the Trade Register.

EGMS Resolutions	PENTRU		IMPOTRIVA		ABTINERE		ANULATE		TOTAL
Secretariat election:	0		0		0		0		
1. Dolgos Iulia Georgiana	427,455,087	100.00%	0	0.00%	0	0.00%	0	0.00%	427,455,087
2. Nicolaescu George Catalin	427,424,387	99.99%	0	0.00%	30,700	0.01%	0	0.00%	427,455,087
3. Sofian Virginia	427,308,178	99.97%	146,909	0.03%	0	0.00%	0	0.00%	427,455,087
2	427,455,087	100.00%	0	0.00%	0	0.00%	0	0.00%	427,455,087
3	393,755,087	92.12%	33,700,000	7.88%	0	0.00%	0	0.00%	427,455,087
4	427,455,087	100.00%	0	0.00%	0	0.00%	0	0.00%	427,455,087
5	427,455,087	100.00%	0	0.00%	0	0.00%	0	0.00%	427,455,087

## B. Holding the Ordinary General Meeting of Shareholders on April 29, 2021

EVERGENT Investments Ordinary General Meeting of Shareholders, headquartered in Bacău, 94C Pictor Aman street, Bacău county, registered in the Bacău Trade Register Office under number J4/2400/1992 and in the FSA register under number PJRO7<sup>1</sup>AFIAA/040002, ISIN ROSIFBACNORo, sole registration code 2816642, EUID: ROONRC. J/04/2400/1992 and having the subscribed and paid-in share capital of 98,947,917.60 lei, carried out its works at the first call, on April 29, 2021, at the headquarter of the company from Bacau, in the “Ioan Maric” hall on the ground floor. According to the convening notice, the persons who were shareholders on the reference date, on April 16, 2021, were entitled to participate and vote.

At the meeting attended individually, by representative or by correspondence a number of 64 shareholders, owning a total of 427,455,087 voting shares, representing 44,158% of the total voting shares of EVERGENT Investments share capital (total voting shares 968,016,046 representing 97.83% of EVERGENT Investments share capital).

The meeting of the General Assembly was chaired by Mr. Claudiu Doros, President of the Board of Directors and CEO of EVERGENT Investments.

Within the Ordinary General Meeting, all the items on the agenda were debated and approved, in compliance with the statutory provisions (article 6 paragraph 18 of EVERGENT Investments Memorandum of Association) and the provisions of Law no. 31/1990 regarding the companies, namely with the majority of the votes held by the shareholders who were present or represented.



## EVERGENT Investments Ordinary General Meeting of Shareholders of April 29, 2021

### DECIDES

#### **Resolution no. 1**

Elects the secretariat of the ordinary general meeting, consisting of 3 persons, from the company's shareholders, registered on the ballot papers, according to art. 129, para. (2) of Law no. 31/1990: Dolgos Iulia Georgiana, Nicolaescu George Catalin, Sofian Virginia.

#### **Resolution no. 2**

Approves the consolidated financial statements for the financial year ended December 31, 2020, prepared in accordance with the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) applicable to entities authorized, regulated and supervised by the FSA, approved by the FSA Norm no. 39/2015, accompanied by the Independent Auditor's Report and the Consolidated Annual Report of the Board of Directors.

#### **Resolution no. 3**

Approves the independent financial statements for the financial year ended December 31, 2020, prepared in accordance with the Accounting Regulations compliant with the International Financial Reporting Standards (IFRS) applicable to entities authorized, regulated and supervised by the FSA, approved by the FSA Norm no. 39/2015, accompanied by the Independent Auditor's Report and the Annual Report of the Board of Directors.

#### **Resolution no. 4**

Approves the distribution of dividends from the net result achieved in the financial year ended December 31, 2020, consisting of the net profit and the net gain reflected in the reported result from the sale of FVTOCI equity instruments.

Approves the gross dividend of 0.043 lei / share.

- The total amount of dividends payable to shareholders will be determined according to the number of shares that grant the right to collect dividends on the registration date (excluding the own shares bought back by the Company and held on the registration date), being a maximum of 42,123,789 lei and consist of:
  - 5,827,026 lei net profit achieved in the financial year 2020, so that the entire profit of 2020 is distributed to dividends;
  - maximum 36,296,763 lei net gain reflected in the reported result achieved in the financial year 2020 from the sale of FVTOCI equity instruments.
- Payment costs are deducted from the net dividend amount.
- The payment of dividends is made through the Depozitarul Central and the paying agent Banca Transilvania.



- The registration date is May 19, 2021 (ex-date May 18, 2021) and the dividend payment date is June 11, 2021.

#### **Resolution no. 5**

Approves the 2021 Activity Program in accordance with the “EVERGENT Investments strategy and investment policy” and the Income and Expenditure Budget for the financial year 2021:

Millions lei	2021 Budget
Total income	63.6
Total expenditure	(45.8)
Net profit	16.4
Net gain from the sale of FVTOCI assets	57.5
Net result	73.9
Investment program	140

#### **Resolution no. 6**

Approves the discharge of the directors for the financial year 2020.

#### **Resolution no. 7**

Approves the prescription of the dividends related to the financial year 2017 established by the Ordinary General Meeting of Shareholders Resolution of April 27, 2018 and not collected until October 2, 2021 and their registration according to the applicable regulations.

#### **Resolution no. 8**

Approves the date of May 19, 2021 as registration date (ex-date: May 18, 2021) of the shareholders impacted by the effects of the resolutions adopted by the ordinary general meeting of shareholders.

#### **Resolution no. 9**

Mandates the Board of Directors and its members individually to carry out the decisions adopted by the Ordinary General Meeting of Shareholders. Approves to empower, with the possibility of substitution, the CEO and / or the Deputy CEO to carry out all the legal procedures and formalities and to sign any documents necessary for the implementation of the resolutions of the Ordinary General Meeting of Shareholders, including the formalities for publication and registration with the Trade Register



OGMS Resolutions	PENTRU		IMPOTRIVA		ABTINERE		ANULATE		TOTAL
Secretariat election:	0		0		0		0		
1. Dolgos Iulia Georgiana	427,308,178	99.97%	146,909	0.03%	0	0.00%	0	0.00%	427,455,087
2. Nicolaescu George Catalin	427,424,387	99.99%	0	0.00%	30,700	0.01%	0	0.00%	427,455,087
3. Sofian Virginia	427,455,087	100.00%	0	0.00%	0	0.00%	0	0.00%	427,455,087
2	413,359,263	96.70%	146,909	0.03%	13,948,915	3.26%	0	0.00%	427,455,087
3	413,506,172	96.74%	0	0.00%	13,948,915	3.26%	0	0.00%	427,455,087
4	427,455,087	100.00%	0	0.00%	0	0.00%	0	0.00%	427,455,087
5	393,608,178	92.08%	33,700,000	7.88%	146,909	0.03%	0	0.00%	427,455,087
6	413,359,263	96.70%	0	0.00%	14,095,824	3.30%	0	0.00%	427,455,087
7	427,308,178	99.97%	146,909	0.03%	0	0.00%	0	0.00%	427,455,087
8	427,455,087	100.00%	0	0.00%	0	0.00%	0	0.00%	427,455,087
9	427,455,087	100.00%	0	0.00%	0	0.00%	0	0.00%	427,455,087

Claudiu Doros  
President and CEO

Michaela Pușcaș  
Compliance Manager